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February 21, 2000

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 MAR -8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

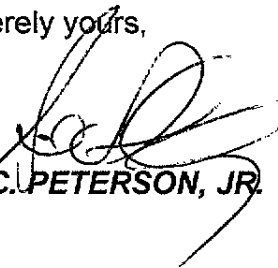
Re: Metal Tek, Inc.
Our File No. 00-10246

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,



SID C. PETERSON, JR.

SCP/cmr
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 2000

SID C. PETERSON, JR., ESQ.
P.O. BOX 428
NEW SMYRNA BEACH, FL 32170

SUBJECT: METAL TEK, INC.
Ref. Number: W00000005579

We have received your document for METAL TEK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 100A00011322

ARTICLES OF INCORPORATION
OF
METAL TEK U.S.A., INC.

FILED
00 MAR -8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this Corporation shall be: **METAL TEK U.S.A., INC.**, with its principal office located at 3019 Yule Tree Drive, Edgewater, Florida 32141 and its corporate mailing address being the same.

ARTICLE II
NATURE OF BUSINESS AND POWER

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

CHRISTOPHER SCOTT ULCH
3019 Yule Tree Drive
Edgewater, Florida 32141

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

CHRISTOPHER SCOTT ULCH
3019 Yule Tree Drive
Edgewater, Florida 32141

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
OFFICERS

The officers of this Corporation shall be a President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

ARTICLE IX
INITIAL OFFICERS

The names of the initial officers of this Corporation and their street addresses are:

President/Secretary
Treasurer

CHRISTOPHER SCOTT ULCH
3019 Yule Tree Drive
Edgewater, Florida 32141

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

CHRISTOPHER SCOTT ULCH
3019 Yule Tree Drive
Edgewater, Florida 32141

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporate be made.

ARTICLE XII
SUBCHAPTER "S" CORPORATION

It is the intent of the Incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code, and shall take all actions necessary to obtain and maintain its status as a Subchapter "S" Corporation

IN WITNESS WHEREOF, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 3rd day of March, 2000.



CHRISTOPHER SCOTT ULCH

FILED
00 MAR -8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **CHRISTOPHER SCOTT ULCH**, who is personally known to me or who has produced DRIVER'S LICENSE as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 3RD day of March, 2000.

Christiane M. Remington
Christiane M. Remington

(Notary - print name)
Notary Public - State of Florida
Commission No.:
My Commission Expires:

Christiane M. Remington
MY COMMISSION # 0086447 EXPIRES:
June 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **METAL TEK U.S.A., INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Edgewater, County of Volusia, State of Florida, has named **CHRISTOPHER SCOTT ULCH**, of 3019 Yule Tree Drive, Edgewater, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

Christopher Scott Ulch
CHRISTOPHER SCOTT ULCH
as Registered Agent